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Proposed Attorneys for Chapter 11 Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF CALIFORNIA
 (SACRAMENTO DIVISION)**

In re:

MATTERHORN GROUP, INC.,

Debtor.

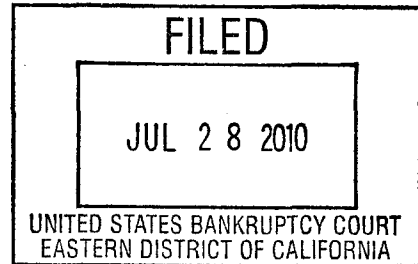
VITAFREZE FROZEN CONFECTIONS,
 INC.,

Debtor.

DELUXE ICE CREAM COMPANY,

Debtor.

- ☒ Affects ALL DEBTORS
☐ Affects only MATTERHORN GROUP, INC.
☐ Affects only VITAFREZE FROZEN
 CONFECTIONS, INC.
☐ Affects only DELUXE ICE CREAM COMPANY



[Proposed] Lead Case No. 10-39672 (MSM)
 [Proposed] Jointly Administered with Case
 Nos. 10-39664 (MSM), and 10-39670 (MSM).¹

DC No. LNB-1

Chapter 11 Cases

**ORDER (1) AUTHORIZING THE
 DEBTORS TO USE CASH COLLATERAL
 ON AN INTERIM BASIS PENDING A
 FINAL HEARING, (2)
 SCHEDULING A FINAL HEARING, (3)
 AUTHORIZING THE DEBTORS'
 CONTINUED USE OF CERTAIN
 PORTIONS OF THE DEBTORS' CASH
 MANAGEMENT SYSTEM, AND
 (4) AUTHORIZING THE MAINTENANCE
 OF THE DEBTORS' EXISTING BANK
 ACCOUNTS FOR AN INTERIM PERIOD**

Hearing:

Date: July 28, 2010
 Time: 10:30 a.m.
 Place: Department A
 Judge Michael S. McManus
 Courtroom No. 28
 Floor No. 7
 Robert T. Matsui Courthouse
 501 I Street
 Sacramento, CA 95814

¹ Motion for Joint Administration pending.

1 A hearing was held at the above-referenced date and time for the Court to consider the
2 Emergency Motion (the "Motion") filed by Matterhorn Group, Inc. ("MGI"), Vitafreze Frozen
3 Confections, Inc. ("Vitafreze"), and Deluxe Ice Cream Company ("Deluxe"), the debtors and
4 debtors in possession in the above-captioned (proposed) jointly administered Chapter 11
5 bankruptcy cases (collectively, the "Debtors"), for an order (1) authorizing the Debtors' to use
6 cash collateral on an interim basis pending a final hearing, (2) scheduling a final hearing, (3)
7 authorizing the Debtors' continued use of certain portions of the Debtors' cash management
8 system, and (4) authorizing the maintenance of the Debtors' existing bank accounts for an
9 interim period. Appearances were made as set forth on the record of the Court.
10

11 The Court, having considered the Motion, the pleadings filed by the Debtors in support of
12 the Motion, and any pleadings filed in opposition to or in response to the Motion, and good cause
13 appearing,
14

15 IT IS HEREBY ORDERED AS FOLLOWS:

16 1. The Debtors are authorized to use cash collateral on an interim basis pending a
17 final hearing to pay expenses in accordance with the budget that was filed concurrently with the
18 Motion as Exhibit "1" (the "Budget").
19

20 2. In addition to those expenses set forth in the Budget, the Debtors are also
21 authorized to use cash collateral to pay for the following: (a) all quarterly fees owing to the
22 Office of the United States Trustee and all expenses owing to the Clerk of the Bankruptcy Court;
23 and (b) all actual third-party, outside expenses incurred by the Debtors (or their counsel) directly
24 related to the administration of the Debtors' bankruptcy estates (for items such as photocopying,
25 postage, searches, etc.), not to exceed the total sum of \$10,000 per month. In addition, the
26 Debtors are authorized to deviate from the line items contained in the Budget by not more than
27 15% on a line item basis and not more than 10% on an aggregate basis. Moreover, if actual
28

1 expenditures for any line items during a particular period are less than in the budget, the
2 difference shall carryover to the following weeks. To the extent the Debtors' order volume
3 exceeds the Debtors' projected order volume, the Debtors are authorized to increase the amount
4 of their related variable cost operating expenses on a proportional basis. The Debtors shall also
5 have the authority to pay any other expenses related to the operation of the Debtors' business
6 which are not contained in the Budget without the need for any further order of the Court
7 provided Key Bank, N.A. (the "Bank") consents to those payments.
8

9 3. The Bank and any other creditor which has an interest in the Debtors' cash
10 collateral shall receive a replacement lien against the Debtors' post-petition assets, with such
11 replacement lien to have the same validity, scope and priority as the creditor's pre-petition lien
12 against the Debtors' assets.
13

14 4. The Debtors shall serve counsel to Key Bank with copies of all pleadings filed
15 with the Court and all documents filed with the Office of the United States Trustee
16 contemporaneously when the filing of such pleadings or documents.

17 5. The Debtors shall provide Key Bank with a detailed accounting of its debtor-in-
18 possession bank accounts on a weekly basis by delivering such accounting to Key Bank by the
19 close of business on Wednesday for the prior week ending Sunday.
20

21 6. The Debtors are authorized to make the \$54,000 adequate protection payment to
22 Key Bank as indicated in the Budget.

23 7. The Debtors are authorized to maintain their Accounts (as defined in the Motion)
24 and their pre-petition cash management system in the manner set forth in the Motion.

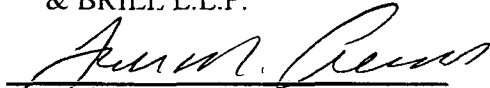
25 8. The Bank shall promptly turnover to the Debtors for deposit into the Debtors'
26 debtor-in-possession accounts all of the Debtors' funds which were in the Bank's possession or
27
28

control at the time of the filing of the Debtors' bankruptcy cases and all funds which come into the Bank's possession or control after the time of the filing of the Debtors' bankruptcy cases.

9. A final hearing on the Motion shall be held before the Court on August 23, 2010, at 1:30 p.m. Any further pleadings filed by the Debtors, including any extended budget, must be filed with the Court and served on counsel for the Bank by August 16, 2010. Any opposition to final Court approval of the Motion must be filed with the Court and served on counsel to the Debtors by August 20, 2010.

Agreed as to Form:

LEVENE, NEALE, BENDER, YOO
& BRILL L.L.P.

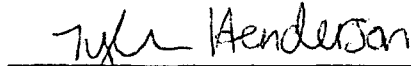


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TYLER HENDERSON

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28 July 2010

